

Fill in this information to identify the case:Debtor name **B-1208 Pine, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**Case number (if known) **24-10088-MLB**☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy****04/22**

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**
From **1/01/2024** to **Filing Date****Sources of revenue**
Check all that apply☒ Operating a business☐ Other _____**Gross revenue**
(before deductions and exclusions)**\$226,390.05****For prior year:**
From **1/01/2023** to **12/31/2023**☒ Operating a business☐ Other _____**\$2,500,976.52****For year before that:**
From **1/01/2022** to **12/31/2022**☒ Operating a business☐ Other _____**\$574,672.69****2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None.**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**From the beginning of the fiscal year to filing date:**
From **1/01/2024** to **Filing Date****Sweep Account - Chase****\$499.16****For prior year:**
From **1/01/2023** to **12/31/2023****Sweep Account - Chase****\$1,350.56****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB**☐ None.

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. See Attachment			<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other__

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. B-1208 Pine, LLC 606 Maynard Ave. S, Suite 251 Seattle, WA 98104-2958 Self	1/03/2024	\$520,000.00	For disclosure purposes only. Amount shown as "owner draw" on bank reconciliation was an intracompany transfer between two debtor bank accounts: EastWest acct. #4693 to JPMorgan Chase acct. #9280. *See Attachment
4.2. Vibrant Cities, LLC 606 Maynard Avenue S. Suite 251 Seattle, WA 98104-2958 Property manager	12/26/2023	\$23,500.00	For disclosure purposes only. Property management fee paid to Vibrant Cities for property manager staffing and management services in the ordinary course of business. *See Attachment

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	Pivot Apartments Lender LLC v. B-1208 Pine, LLC 23-2-25097-4 SEA	Complaint for Appointment of Custodial Receiver	King County Superior Court 516 Third Avenue Seattle, WA 98104	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2.	Walsh Construction Company II, LLC v. Pine Esker, LLC, et al. 22-2-19086-8 SEA	Foreclosure of Mechanic's Lien, Breach of Contract, and Claim Against Contractor's Registration Bond	King County Superior Court 516 Third Avenue Seattle, WA 98104	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3.	Cheng, et al. v. Pine Esker, LLC, et al. (Debtor is not a party to this action) 23-2-25134-2 SEA	Complaint for Violation of Washington State Securities Act, Fraud in the Inducement, Negligent Misrepresentation	King County Superior Court 516 Third Avenue Seattle, WA 98104	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Dates of loss	Value of property lost
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Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.			4/17/2023 - \$3,062.50 5/15/2023 - \$2,437.50 9/15/2023 - \$500.00 12/14/2023 - \$2,750.00 1/16/2024 - \$37,710.50	
	Bush Kornfeld LLP 601 Union Street, Suite 5000 Seattle, WA 98101-2373			\$46,460.50
	Email or website address			
	Who made the payment, if not debtor?			
11.2.	Cascade Capital Group, LLC 1100 Bellevue Way NE Suite A-400 Bellevue, WA 98004-4280		1/15/2024 - \$31,440 3/01/2023 - \$1,770	\$33,210.00
	Email or website address			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB**

	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1	Solterra LLC 606 Maynard Avenue S. Suite 251 Seattle, WA 98104	Pine Esker, LLC repayment of intercompany loan to Solterra LLC (Loan was between Solterra and Pine Esker) *See Attachment	2/24/2022	\$1,500,000.00
	Relationship to debtor			
13.2	Solterra LLC 606 Maynard Avenue S. Suite 251 Seattle, WA 98104	Pine Esker, LLC repayment of intercompany loan to Solterra LLC (Loan was between Solterra and Pine Esker) *See Attachment	3/17/2022	\$1,500,000.00
	Relationship to debtor			
13.3	KWX Investment LLC 8245 W Mercer Way Mercer Island, WA 98040	Wire to KWX Investment (Pine Esker, LLC investor) for repayment of investment, plus interest. (Payment by Pine Esker to KWX Investment) *See Attachment	5/11/2022	\$2,883,562.64
	Relationship to debtor			
13.4	Walsh Construction Co. II, LLC 16400 Southcenter Parkway Suite 201 Seattle, WA 98188	Wire by Pine Esker, LLC to Walsh Construction Company II, LLC for partial retainage and change orders.	8/26/2022	\$851,530.49
	Relationship to debtor			
13.5	Solterra LLC 606 Maynard Avenue S. Suite 251 Seattle, WA 98104	Pine Esker, LLC repayment of intercompany loan to Solterra LLC (Loan was between Solterra and Pine Esker) *See Attachment	9/14/2022	\$12,398.15
	Relationship to debtor			
13.6	Solterra LLC 606 Maynard Avenue S. Suite 251 Seattle, WA 98104	Pine Esker, LLC repayment of intercompany loan to Solterra LLC (Loan was between Solterra and Pine Esker) *See Attachment	10/28/2022	\$750,000.00
	Relationship to debtor			

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB**

	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.7	Omar Poon Pok Lee & Christine Lin Lee 18230 East Valley Highway Suite 195 Kent, WA 98032	Interest payment by Pine Esker, LLC to Omar Lee *See Attachment	11/29/2022	\$40,000.00
	Relationship to debtor			
13.8	Omar Poon Pok Lee & Christine Lin Lee 18230 East Valley Highway Suite 195 Kent, WA 98032	Interest payment by Pine Esker, LLC to Omar Lee *See Attachment	12/28/2022	\$40,000.00
	Relationship to debtor			
13.9	Omar Poon Pok Lee & Christine Lin Lee 18230 East Valley Highway Suite 195 Kent, WA 98032	Interest payment by Pine Esker, LLC to Omar Lee *See Attachment	1/31/2022	\$40,000.00
	Relationship to debtor			
13.10	Omar Poon Pok Lee & Christine Lin Lee 18230 East Valley Highway Suite 195 Kent, WA 98032	Interest payment by Pine Esker, LLC to Omar Lee *See Attachment	3/03/2023	\$40,000.00
	Relationship to debtor			
13.11	Omar Poon Pok Lee & Christine Lin Lee 18230 East Valley Highway Suite 195 Kent, WA 98032	Interest payment by Pine Esker, LLC to Omar Lee *See Attachment	3/29/2023	\$40,000.00
	Relationship to debtor			
13.12	Omar Poon Pok Lee & Christine Lin Lee 18230 East Valley Highway Suite 195 Kent, WA 98032	Interest payment by Pine Esker, LLC to Omar Lee *See Attachment	4/27/2023	\$40,000.00
	Relationship to debtor			

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB**

	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1 3.	Bank OZK 18000 Cantrell Road Little Rock, AR 72223	Loan payoff to Bank OZK derived from proceeds of replacement financing from Pivot Apartments Lender LLC (a subsidiary of Madison Realty Capital)	10/07/2022	\$20,035,537.27
	Relationship to debtor			
13.1 4.	H.I.G. Realty Credit Holdings, LLC 600 Fifth Avenue, 23rd Floor New York, NY 10020	M-1208 Pine, LLC mezzanine loan payoff to H.I.G. Realty Credit Holdings derived from proceeds of replacement financing from Pivot Apartments Lender LLC (a subsidiary of Madison Realty Capital)	10/07/2022	\$8,725,713.55
	Relationship to debtor			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
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Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
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Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☒ Yes. State the nature of the information collected and retained.

Tenant information for applications and leases

Does the debtor have a privacy policy about that information?

- ☒ No
- ☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB****Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

	Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Washington Trust Bank 717 W. Sprague Avenue Spokane, WA 99201-3922	XXXX-7605	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other___	3/31/2023	\$0.00
18.2.	Washington Trust Bank 717 W. Sprague Avenue Spokane, WA 99201-3922	XXXX-7747	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other___	3/31/2023	\$114.48

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Does debtor still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB**

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN. Dates business existed
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26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address	Date of service From-To
26a.1. Phillip Lam Vibrant Cities, LLC 606 Maynard Avenue S. Suite 251 Seattle, WA 98104-2958	3/2019 - Present
26a.2. Thuy Vo Vibrant Cities, LLC 606 Maynard Avenue S. Suite 251 Seattle, WA 98104-2958	3/2019 - Present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☐ None

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB**

Name and address		Date of service From-To
26b.1.	Blanton Turner 308 Occidental Ave. S, Suite 500 Seattle, WA 98104	01/2022 - 10/2022
Name and address		Date of service From-To
26b.2.	Commercial Northwest LLC 1221 W. Shoreline Lane Boise, ID 83702	10/2022 - 02/2023
Name and address		Date of service From-To
26b.3.	Ori Residential, Inc. 601 Union Street, Suite 1730 Seattle, WA 98101-2196	02/2023 - Present
Name and address		Date of service From-To
26b.4.	Hanlin Moss Yi P.S. 9709 Third Avenue NE, Suite 200 Seattle, WA 98115-2053	04/2023 - 05/2023

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address		If any books of account and records are unavailable, explain why
26c.1.	Ori Residential, Inc. 601 Union Street, Suite 1730 Seattle, WA 98101-2196	02/2023 - Present

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address	
26d.1.	Pivot Apartments Lender LLC 520 Madison Avenue, Suite 3501 New York, NY 10022

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
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28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
James H. Wong	606 Maynard Avenue S. Suite 251 Seattle, WA 98104	Manager	

Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB**

Name	Address	Position and nature of any interest	% of interest, if any
M-1208 Pine, LLC	606 Maynard Ave. S. Seattle, WA 98104-2995	Sole Member	100% Owner

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. **Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 Vibrant Cities, LLC 606 Maynard Avenue S. Suite 251 Seattle, WA 98104-2958	W-2 on-site manager's salary of \$27,000 paid through Vibrant Cities; Unpaid balance of approximately \$24,500 of subsequent services	8/16/2023	2/2023 - 7/2023 staffing fee for Vibrant Cities employee who served as the on-site manager
Relationship to debtor Employee			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☐ No
☒ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
M-1208 Pine, LLC	EIN: 83-4593835
Pine Esker, LLC	EIN: 47-5611480

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
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Debtor **B-1208 Pine, LLC**Case number (if known) **24-10088-MLB****Part 14: Signature and Declaration**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

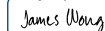
I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

10/16/2024

Executed on

Signed by:

James H. Wong

James H. Wong

Signature of individual signing on behalf of the debtor

Printed name

Position or relationship to debtor **Manager**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes

B-1208 Pine, LLC: Case No. 24-10088-CMA - ATTACHMENT to SOFA Question 3**Payments from East West Bank Account 4693****10/01/2023 – 1/16/2024**

Date = 10/01/2023-01/16/2024

Check or Deposit	Date	Vendor or Memo	Payment
Chk - 19	10/4/2023	Zhixin Liu	24.19
Chk - 20	10/7/2023	Ori Residential, Inc.	3,500.50
Adj - RC 5176	10/9/2023	Returned item t0000595	50.00
Adj - RC 5943	10/9/2023	Returned item t0000595	600.00
Adj - RC 6100	10/9/2023	Returned item t0000595	758.71
Chk - 21	10/16/2023	CHONGGUO ZHONG	270.40
Chk - 22	10/16/2023	Onelin Capital Corporation	1,774.24
Chk - 23	10/16/2023	Ori Residential, Inc.	4,104.60
Chk - 180	10/16/2023	Apartments LLC	4,560.00
Chk - 181	10/16/2023	CenturyLink	272.90
Chk - 182	10/16/2023	City of Seattle	56.32
Chk - 183	10/16/2023	City of Seattle	17,098.03
Chk - 184	10/16/2023	King County Finance	8,647.41
Chk - 186	10/16/2023	RentGrow, Inc.	168.00
Chk - 187	10/16/2023	SOUND MONITORING, LLC	7,160.00
Chk - 188	10/16/2023	Super Sonic Cleaning Service LLC	7,500.00
Chk - 189	10/16/2023	YARDI SYSTEMS, INC.	154.00
Chk - 190	10/16/2023	Zillow, Inc.	295.00
Chk - 191	10/16/2023	Puget Sound Energy	619.75
Adj - JE 499	10/26/2023	:Prog Gen Move Out transfer (Renee Everts) - Receipt #7746	-525.00
Adj - RC 7338	10/30/2023	Returned item SALIKHA LYNDA CHANTHPHONE	3,400.00
Adj - RC 7407	10/30/2023	Returned item SALIKHA LYNDA CHANTHPHONE	7,100.00
Adj - RC 7735	10/30/2023	Returned item SALIKHA LYNDA CHANTHPHONE	10,973.05
Adj - JE 521	10/31/2023	Oct bank fee	1.00
Chk - 24	10/31/2023	Shawn Casey King	388.75
Chk - 192	11/3/2023	Renee Everts	108.15
Adj - RC 8280	11/6/2023	Returned item SALIKHA LYNDA CHANTHPHONE	3,000.00
Chk - 25	11/11/2023	Onelin Capital Corporation	1,609.56
Chk - 26	11/11/2023	Ori Residential, Inc.	6,701.00
Chk - 27	11/11/2023	Zhixin Liu	68.86
Chk - 193	11/11/2023	CenturyLink	280.46
Chk - 194	11/11/2023	City of Seattle	3,692.90
Chk - 195	11/11/2023	PROCOMM	694.58
Chk - 196	11/11/2023	Puget Sound Energy	689.43
Chk - 197	11/11/2023	RentGrow, Inc.	72.00
Chk - 198	11/11/2023	SOUND MONITORING, LLC	590.00
Chk - 199	11/11/2023	Submeter Solutions	166.50
Chk - 200	11/11/2023	Zillow, Inc.	295.00
Adj - JE 531	11/16/2023	:Prog Gen Move Out transfer (Hans Eineborg, Jr.) - Receipt #8534	-500.00
Adj - JE 557	11/30/2023	salikha deposit to op 400	800.00
Adj - JE 558	11/30/2023	CHRISTOPHER CLARK deposit went into concession 400	10.00
Adj - JE 559	11/30/2023	Check return charge	0.40
Adj - JE 614	12/1/2023	Bank service charge	0.40
Adj - JE 569	12/8/2023	Pivot tenant referral \$500 * 2	1,000.00
Adj - JE 569	12/8/2023	:Prog Gen Move Out transfer (Yvonne Okafor) - Receipt #9276	-500.00
Adj - JE 594	12/20/2023	:Prog Gen Move Out transfer (Michael Lutterman) - Receipt #9353	-500.00
Adj - JE 595	12/20/2023	:Prog Gen Move Out transfer (Riya Dave) - Receipt #9354	-500.00
Adj - JE 598	12/20/2023	:Prog Gen Move Out transfer (Justin Monte) - Receipt #9357	-500.00
Adj - JE 600	12/21/2023	:Prog Gen Move Out transfer (Danya Shere) - Receipt #9364	-500.00
Adj - JE 602	12/21/2023	:Prog Gen Move Out transfer (Kazuhi Kanai) - Receipt #9367	-500.00

B-1208 Pine, LLC: Case No. 24-10088-CMA - ATTACHMENT to SOFA Question 3**Payments from East West Bank Account 4693****10/01/2023 – 1/16/2024**

Date = 10/01/2023-01/16/2024

Check or Deposit	Date	Vendor or Memo	Payment
Adj - JE 605	12/22/2023	:Prog Gen Move Out transfer (Kayle Maikai) - Receipt #9376	-1,350.00
Chk - 28	12/26/2023	CHONGGUO ZHONG	486.45
Chk - 29	12/26/2023	Onelin Capital Corporation	3,271.51
Chk - 30	12/26/2023	Ori Residential, Inc.	5,348.51
Chk - 31	12/26/2023	Zhixin Liu	67.95
Chk - IB4DBRQIV7	12/26/2023	Kazuhi Kanai	392.42
Chk - 201	12/26/2023	Danya Shere	94.60
Chk - 202	12/26/2023	Justin Monte	250.00
Chk - 203	12/26/2023	Kayle Maikai	930.27
Chk - 204	12/26/2023	Michael Lutterman	73.30
Chk - 205	12/26/2023	Riya Dave	30.71
Chk - 207	12/26/2023	YARDI SYSTEMS, INC.	18.00
Adj - RC 9360	12/27/2023	Returned item Ayi Thierry Kissimbo	1,340.00
Adj - JE 615	12/31/2023	Bank / wire fee wire \$14	19.20
Adj - JE 644	1/3/2024	bank fee	14.00
Adj - JE 645	1/10/2024	bank fee	10.00
Chk - 208	1/10/2024	CenturyLink	280.84
Chk - 209	1/10/2024	City of Seattle	1,846.76
Chk - 210	1/10/2024	City of Seattle	14,713.58
Chk - 211	1/10/2024	Graffiti Busters	1,188.51
Chk - 212	1/10/2024	Hans Eineborg, Jr.	23.63
Chk - 213	1/10/2024	Skyline Communications Inc	589.84
Chk - 214	1/10/2024	Submeter Solutions	186.00
Chk - 215	1/10/2024	YARDI SYSTEMS, INC.	53.00
Chk - 216	1/10/2024	Zillow, Inc.	295.00
Chk - 32	1/16/2024	CHONGGUO ZHONG	115.00
Chk - 33	1/16/2024	Onelin Capital Corporation	4,318.19
Chk - 34	1/16/2024	Ori Residential, Inc.	158.94
Chk - 35	1/16/2024	Zhixin Liu	64.32
Chk - 36	1/16/2024	Ori Residential, Inc.	3,698.90
			133,760.12

B-1208 Pine, LLC: Case No. 24-10088-CMA - ATTACHMENT to SOFA Question 3
Payments from JPMorgan Chase Account 9280
10/01/2023 – 1/16/2024

Type	Date	Name	Credit
Bill Pmt -Check	10/16/2023	Parker Smith & Feek, Inc.	313.00
Check	10/16/2023	Parker Smith & Feek, Inc.	2,282.00
Check	10/16/2023	Parker Smith & Feek, Inc.	2,282.00
Bill Pmt -Check	10/23/2023	Parker Smith & Feek, Inc.	2,282.00
Bill Pmt -Check	10/23/2023	Parker Smith & Feek, Inc.	2,282.00
Check	10/23/2023	Parker Smith & Feek, Inc.	313.00
Bill Pmt -Check	11/06/2023	WA Secretary of State	85.00
Bill Pmt -Check	11/06/2023	WA Secretary of State	85.00
Bill Pmt -Check	11/09/2023	Alston, Courtnage & Bassetti LL	3,465.00
Bill Pmt -Check	11/09/2023	Alston, Courtnage & Bassetti LL	110.00
Bill Pmt -Check	11/09/2023	Smith, Currie, & Hancock	27,270.98
Check	11/16/2023	Social Tea Capitol Hill LLC	50,050.00
Bill Pmt -Check	11/22/2023	Smith, Currie, & Hancock	414.27
Bill Pmt -Check	12/21/2023	Smith, Currie, & Hancock	16,700.00
Bill Pmt -Check	12/21/2023	Submeter Solutions, Inc.	198.00
Bill Pmt -Check	12/21/2023	Smith, Currie, & Hancock	6,432.63
Bill Pmt -Check	12/21/2023	Alston, Courtnage & Bassetti LL	3,740.00
Bill Pmt -Check	12/21/2023	Lane Powell	1,692.90
Bill Pmt -Check	12/22/2023	Lane Powell	284.40
Bill Pmt -Check	12/28/2023	WA Secretary of State	95.00
Bill Pmt -Check	12/28/2023	HD Supply	143.04
Check	01/03/2024	Cascade Capital Group, LLC	50,000.00 Duplicate payment to be voided
Check	01/05/2024	Cascade Capital Group, LLC	50,000.00
Check	01/05/2024	Bush Kornfeld	200,000.00
Bill Pmt -Check	01/11/2024	Hanlin Moss Yi	3,500.00
Bill Pmt -Check	01/11/2024	Hanlin Moss Yi	6,000.00
			<hr/>
			430,020.22
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			430,020.22

ATTACHMENT to SOFA Questions 4 & 13

As detailed in the *Declaration of James Wong Regarding Corporate Structure of Debtor and Related Entities* [Docket No. 134], B-1208 Pine, LLC (“B-1208” or the “Debtor”) and its immediate parent, M-1208 Pine, LLC (“M-1208”), were created solely in connection with and as a condition of closing construction financing with Bank OZK and H.I.G. Realty Credit Holdings, LLC (“H.I.G. Realty”). The original investment entity formed by the developers for the Pivot Apartments project was Pine Esker, LLC (“Pine Esker”). As such, at the outset of the project, bank accounts were opened in the name of Pine Esker, and all investments and loans were deposited into such bank accounts. Specifically, and as shown in the Monthly Operating Reports filed at the outset of this Chapter 11 Case, the Debtor’s deposit account at East West Bank, Acct. No. 4164 (the “Deposit Account”), the Debtor’s operating account at East West Bank, Acct. No. 4693 (the “Operating Account”), and the Debtor’s sweep account at JPMorgan Chase Bank, Acct. No. 9280 (the “Sweep Account,” and together with the Deposit Account and Operating Account, the “Debtor Accounts”) were all titled in the name of Pine Esker as they were opened prior to the formation of B-1208 and M-1208. *See, e.g.*, January Monthly Operating Report [Docket No. 73] and February Monthly Operating Report [Docket No. 85].

After the formation of B-1208 and M-1208 and financing obtained for the project, the Debtor accounts continued to be used uninterrupted for all their intended purposes in connection with the construction and operation of the Pivot Apartments. Financing funded by and obtained from Bank OZK and H.I.G. Realty was deposited into a Bank OZK Small Business Checking account, Acct. No. 8282 (the “Construction Account”), and, in consultation with the lenders, subsequently transferred to the Sweep Account to process payments to construction vendors. Financing subsequently obtained from Pivot Apartments Lender, LLC was deposited directly into

any revenue or incurred expenses or other obligations independent of B-1208 and the Pivot Apartments.

The B-1208 Pine, LLC transfer disclosed in response to SOFA Question #4 is listed as a Debtor intracompany transfer, as funds were simply transferred between two Debtor Accounts – from the Operating Account to the Sweep Account.

The Vibrant Cities, LLC transfer disclosed in response to SOFA Question #4 represents payment of the property management fee paid in the ordinary course of business and pursuant to the Operating Agreement in place. The primary purpose of this property management fee was to reimburse Vibrant Cities for payment of its on-site resident property manager.

The various transfers disclosed in response to SOFA Question #13 denoted as Pine Esker payments were payments effectively made by the Debtor from the Debtor Accounts (held in the name of Pine Esker) for various Debtor obligations that flowed through Pine Esker due to the original corporate structure of the Pivot Apartments project.